

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|------------------------|
| -----X | | |
| In re: | : | Chapter 11 |
| | : | |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , | : | Case No. 12-12020 (MG) |
| | : | |
| Debtors. | : | Jointly Administered |
| -----X | | |

**SUPPLEMENT TO FIRST INTERIM APPLICATION OF
MOELIS & COMPANY LLC FOR COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES INCURRED AS INVESTMENT BANKER TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MAY 16, 2012 THROUGH AUGUST 31, 2012**

On October 19, 2012, Moelis & Company LLC ("Moelis"), the investment banker to the official committee of unsecured creditors, filed its first interim fee application (the "First Interim Fee Application") in these chapter 11 cases (Docket No. 1898). In the First Interim Fee Application, Moelis requested allowance and payment of \$1,391,129.03 of compensation and reimbursement of \$20,194.72 of expenses, for a total request of \$1,411,323.75.

Attached hereto as Exhibit A is a calculation of the fees and expenses requested in the First Interim Fee Application. The amount of the requested fees and expenses has not changed since the First Interim Fee Application was filed.

Dated: November 20, 2012
New York, New York

MOELIS & COMPANY LLC

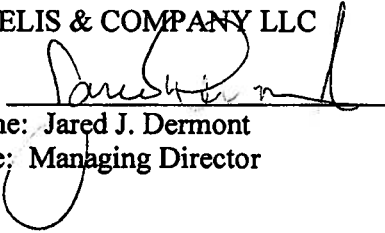
By: 
Name: Jared J. Dermont
Title: Managing Director

EXHIBIT A

I. Fees Pursuant to Engagement Letter Under Notice Of Application Pursuant To Sections 328 And 1103 Of The Bankruptcy Code And Federal Rule Of Bankruptcy Procedure 2014 For An Order To Retain And Employ Moelis & Company LLC As Investment Banker To The Official Committee Of Unsecured Creditors To The Debtors, Nunc Pro Tunc, To May 16, 2012 (Docket #0529)

| Month | Amount | Comment |
|--------------|---------------------|--|
| May | \$116,129.03 | ■ Per page 2 of Initial Engagement Letter. Monthly Fee of \$225,000.00 pro-rated from May 16, 2012 |
| June | 225,000.00 | |
| July | 225,000.00 | |
| August | 225,000.00 | |
| Total | \$791,129.03 | |

II. Fees Pursuant to Engagement Letter Under Notice Of Supplemental Application Pursuant to Sections 328 And 1103 Of the Bankruptcy Code and Federal Rule Of Bankruptcy Procedure 2014 for an Order to Expand the Scope Of Retention of Moelis & Company LLC as Investment Banker to the Official Committee of Unsecured Creditors Of the Debtors Nunc Pro Tunc to August 1, 2012 (Docket #1303)

| Month ¹ | Amount | Comment |
|--------------------|---------------------|---|
| August | \$600,000.00 | ■ Per page 2 of Supplemental Engagement Letter. Initial RMBS Claims Monthly Fee |
| Total | \$600,000.00 | |

1. Pursuant to page 2 of the engagement letter, the monthly fee for August and September was \$600,000. For each subsequent month, the monthly fee will be \$300,000 per month until the time in which the Committee notifies Moelis in writing that it no longer requires Moelis to perform services with respect to the RMBS Claims (the "Adjusted RMBS Claims Monthly Fee")

III. Out-of-Pocket Expenses

| Month | Amount | Comment |
|--------------|--------------------|---|
| May - July | \$17,354.97 | ■ Per May through July 2012 monthly invoice |
| August | 2,839.75 | ■ Per August 2012 monthly invoice |
| Total | \$20,194.72 | |

Total Fees and Expenses Requested in First Interim Fee Application

| Item | Amount | Comment |
|--|-----------------------|--------------------------------------|
| Amount of Compensation Sought | \$1,391,129.03 | ■ Sum of totals under I and II above |
| Amount of expense reimbursement sought | 20,194.72 | ■ See III above |
| Total | \$1,411,323.75 | |